

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
Caption in Compliance with D.N.J. LBR 9004-1(b)

DAVIS POLK & WARDWELL LLP

Eli J. Vonnegut, Esq. (*pro hac vice* pending)
Elliot Moskowitz, Esq. (*pro hac vice* pending)
Natasha Tsiouris, Esq. (*pro hac vice* pending)
Jonah A. Peppiatt, Esq. (*pro hac vice* pending)
450 Lexington Avenue
New York, New York 10017
(212) 450-4000 (Telephone)

-and-

GREENBERG TRAURIG, LLP

Alan J. Brody, Esq.
500 Campus Drive, Suite 400
Florham Park, New Jersey 07932
(973) 443-3543 (Telephone)
(973) 295-1333 (Facsimile)

Co-counsel to the Ad Hoc Group

In re:

WEWORK INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-19865 (JKS)

(Jointly Administered)

**JOINT VERIFIED STATEMENT OF DAVIS POLK & WARDWELL LLP AND
GREENBERG TRAURIG, LLP PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

In connection with the chapter 11 cases (the “Chapter 11 Cases”) commenced by WeWork Inc. (“WeWork”) and its affiliated debtors (the “Debtors”) on November 6, 2023 (the “Petition Date”), pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule 2019”), Davis Polk & Wardwell LLP (“Davis Polk”) and Greenberg Traurig, LLP (“Greenberg Traurig”, and together with Davis Polk, “Counsel”)

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/WeWork>. The location of Debtor WeWork Inc.’s principal place of business is 12 East 49th Street, 3rd Floor, New York, NY 10017; the Debtors’ service address in these chapter 11 cases is WeWork Inc. c/o Epiq Corporate Restructuring, LLC 10300 SW Allen Blvd. Beaverton, OR 97005.

hereby submit this verified statement (this “Verified Statement”) with respect to Counsel’s representation of the Ad Hoc Group² (and each member of the Ad Hoc Group, a “Member”), and in support hereof respectfully states as follows:

1. Prior to the Petition Date, the Ad Hoc Group retained Counsel with respect to matters related to the Debtors.
2. As of the date of this Verified Statement, Counsel represents only the Ad Hoc Group. Counsel does not represent or purport to represent any entities other than the Ad Hoc Group in connection with the Chapter 11 Cases. In addition, the Ad Hoc Group does not claim or purport to represent any other entity and undertakes no duties or obligations to any entity.
3. The Members, collectively, beneficially own (or are the investment advisors or managers for funds that beneficially own) or manage approximately (i) \$501.29 million in aggregate principal amount of the notes under the 1L Notes Indenture, (ii) \$639.19 million in aggregate principal amount of the notes under the 2L Notes Indenture and (iii) 102,870 shares of WeWork Inc. Class A common stock (with an additional 157,611 shares of WeWork Inc. Class A common stock held in a short position) as set forth in Exhibit A hereto.
4. In accordance with Bankruptcy Rule 2019, attached hereto as **Exhibit A** is a list of the names, addresses, and disclosable economic interests of all the Members of the Ad Hoc Group as of November 15, 2023. The information set forth herein (including **Exhibit A**) is based upon information provided to Counsel by the Members of the Ad Hoc Group and is intended only to comply with Bankruptcy Rule 2019 and is subject to change.
5. Upon information and belief formed after due inquiry, Counsel does not hold any claim against, or interests in, the Debtors or their estates, other than claims for fees and expenses

² Capitalized terms used but not defined herein have the meanings ascribed to them in the *Declaration of David Tolley, Chief Executive Officer of WeWork Inc., in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 21].

incurred in representing the Ad Hoc Group. Davis Polk's address is 450 Lexington Avenue, New York, New York 10017. Greenberg Traurig's address is 500 Campus Drive, Suite 400, Florham Park, New Jersey 07932.

6. Counsel submits this Verified Statement out of an abundance of caution, and nothing herein should be construed as an admission that (i) the requirements of Bankruptcy Rule 2019 apply to Counsel's representation of the Ad Hoc Group or (ii) the Ad Hoc Group constitutes a "group" (within the meaning of Section 13(d)(3) or Section 14(d)(2) of the Securities Exchange Act of 1934, as amended or any successor provision), including any group acting for the purpose of acquiring, holding, or disposing of securities (within the meaning of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934, as amended or any successor provision).

7. Nothing contained in this Verified Statement (including **Exhibit A**) is intended to be or should be construed as (i) a limitation upon, or release or waiver of any claims, or of any right to assert, file and/or amend its claims in accordance with applicable law and any orders entered in the Chapter 11 Cases by any Member of the Ad Hoc Group, or (ii) an admission with respect to any fact or legal theory.

8. The Ad Hoc Group, through its undersigned Counsel, reserves the right to amend or supplement this Verified Statement as necessary for that or any other reason in accordance with the requirements set forth in Bankruptcy Rule 2019.

[Remainder of page intentionally left blank.]

The undersigned verify that the foregoing is true and correct to the best of their knowledge and that the information contained in **Exhibit A** has been provided by the named entities.

Dated: November 16, 2023

GREENBERG TRAURIG, LLP

/s/ Alan J. Brody
Alan J. Brody, Esq.
500 Campus Drive, Suite 400
Florham Park, New Jersey 07932
Telephone: (973) 360-7900
Email: brody@gtlaw.com

-and-

DAVIS POLK & WARDWELL LLP

Eli J. Vonnegut, Esq. (*pro hac vice* pending)
Elliot Moskowitz, Esq. (*pro hac vice* pending)
Natasha Tsiouris, Esq. (*pro hac vice* pending)
Jonah A. Peppiatt, Esq. (*pro hac vice* pending)
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Emails: eli.vonnegut@davispolk.com
elliott.moskowitz@davispolk.com
natasha.tsiouris@davispolk.com
jonah.peppiatt@davispolk.com

Co-counsel to the Ad Hoc Group

Exhibit A

Members of the Ad Hoc Group¹ of WeWork Inc. and Certain Affiliates

Name and Address	Secured Notes	Other Disclosable Economic Interests
Aristeia Capital, L.L.C. One Greenwich Plaza, Suite 300 Greenwich, CT 06830	Series I 1L Notes: \$19,687,320 2L Notes: \$21,823,500	WeWork Inc. Class A common stock: (157,611) shares (short position)
Certain funds and accounts managed by BlackRock Financial Management, Inc. or affiliates thereof ² 50 Hudson Yards New York, NY 10001	Series I 1L Notes: \$61,044,942 2L Notes: \$72,601,250	WeWork Inc. Class A common stock: 102,870 shares
Brigade Capital Management, LP 399 Park Avenue, 16th Floor New York, NY 10022	Series I 1L Notes: \$61,977,471 2L Notes: \$75,584,000	N/A
Funds and/or accounts managed or advised by Capital Research and Management Company or a subsidiary or affiliate thereof 333 S. Hope Street, 55th Floor Los Angeles, CA 90071	Series I 1L Notes: \$88,599,876 2L Notes: \$111,135,000	N/A
King Street Capital Management, L.P. 299 Park Avenue, 40th Floor New York, NY 10171	Series I 1L Notes: \$195,241,047 2L Notes: \$244,993,500	N/A
Sculptor Capital LP, on behalf of certain funds and/or accounts for which they serve as investment manager or adviser 9 West 57th Street, 39th Floor	Series I 1L Notes: \$42,734,315 2L Notes: \$53,625,000	N/A

¹ Amounts listed on this **Exhibit A** represent aggregate disclosable economic interests held by, or held by funds, accounts or other entities managed or advised by, the listed entities or their respective affiliates, as applicable. Amounts listed on this **Exhibit A** do not include any claims for, without limitation, fees, expenses, accrued and unpaid interest, premiums, make-wholes, indemnification or any other amounts that may be owing under any credit agreement, indenture or other instrument, agreement or document. The amounts disclosed herein may also reflect economic interests pursuant to trades that have not yet settled. To the best of Davis Polk's knowledge, the information included herein is accurate as of close of business on November 15, 2023.

² Certain other funds and accounts managed or advised by affiliates of BlackRock Financial Management, Inc. may hold equity or debt in the Debtors. Any such funds and accounts are not Members of the Ad Hoc Group represented by Davis Polk and Greenberg Traurig.

New York, NY 10019		
Silver Point Capital, L.P. 2 Greenwich Plaza, Suite 1 Greenwich, CT 06830	Series I 1L Notes: \$32,000,812 2L Notes: \$59,427,750	N/A